

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
ETTA SCOTTSDALE LLC, <i>et al.</i> , ¹)	Case No. 24-10063 (KBO)
)	
Debtors.)	Jointly Administered
)	Related to Docket Nos. 56 and 114

**NOTICE OF COMPLETION OF AUCTION AND
DESIGNATION OF SUCCESSFUL BIDDER**

PLEASE TAKE NOTICE that, on March 25, 2024, the above-captioned debtors and debtors-in-possession (the “*Debtors*”), completed the Auction for the Sale of substantially all the Debtors’ Assets.² A copy of the transcript of the Auction is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that, following spirited bidding at the Auction, the Debtors declared on the record that InKind Cards, Inc. (“*InKind*”) was the successful Bidder

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable are: Etta Scottsdale, LLC (6137), Etta River North LLC (1790), Etta Bucktown, LLC (3845), Aya Bakery, LLC (9515), and 1840 North Ave. Corp. LLC (9501). The location of the Debtors’ corporate headquarters is 433 W. Van Buren Street, Chicago, IL 60607.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the *Order (I) Approving Bidding Procedures in Connection with Sale Assets of the Debtors, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief* [Docket No. 114] (the “*Order*”), and if not defined therein, then in the *Motion for Entry of an Order (I) Approving Bidding Procedures in Connection with Sale Assets of the Debtors, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief* [Docket No. 56] (the “*Motion*”). To the extent of any inconsistency in the defined terms, the Order shall govern, unless such term is not defined in the Order, in which case the Motion shall govern.

for the Assets. A copy of the asset purchase agreement with InKind (the “*InKind APA*”) is attached hereto as Exhibit B.³

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bid Procedures, RG Capital Group, LLC (“*RG Capital*”) is the designated Backup Bidder. A copy of the asset purchase agreement with RG Capital (the “*RG Capital APA*”) is attached hereto as Exhibit C.

PLEASE TAKE FURTHER NOTICE that, a hearing to approve the sale of the Assets (the “*Sale Hearing*”) will be held on **April 2, 2024 at 1:00 p.m. (prevailing Eastern Time)** before the Honorable Karen B. Owens, United States Bankruptcy Judge for the District of Delaware, at the Court, 824 N. Market Street, Courtroom #3, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that the Sale Hearing may be adjourned from time to time without further notice other than by announcement of the adjournment in open court or by notice on the docket in this case.

Dated: March 26, 2024

Respectfully submitted,

GOLDSTEIN & MCCLINTOCK LLLP

By: /s/ Maria Aprile Sawczuk

Maria Aprile Sawczuk, Esq. (Bar ID 3320)

501 Silverside Road, Suite 65

Wilmington, DE 19809

Telephone: (302) 444-6710

marias@goldmclaw.com

-and-

³ Notably, InKind has allocated the vast majority of the Purchase Price under the InKind APA to favor the currently shuttered River North location. Although the Debtors have no issue with InKind allocating the Purchase Price in the InKind APA as it deems appropriate for its own internal purposes (e.g., for tax or other reasons), as between the bankruptcy estates the Debtors believe that the Purchase Price should be allocated in accordance with the relative value of the assets of the respective estates, with the best evidence of that being what willing purchasers were willing to pay for such assets. As such, in the Debtors’ plan to be filed, the Debtors intend to allocate the Purchase Price amongst the Debtors in line with the individual Bids received at the Auction which would result in the Purchase Price being allocated approximately as follows: 41% to Bucktown; 31% to Scottsdale; 21% to River North; and 7% to Aya.

Matthew E. McClintock, Esq. (admitted *pro hac vice*)
Jeffrey C. Dan, Esq. (admitted *pro hac vice*)
111 W. Washington Street, Suite 1221
Chicago, IL 60602
Telephone: (312) 337-7700
mattm@goldmclaw.com
jeffd@goldmclaw.com

Counsel for the Debtors and Debtors-in-Possession